

# Akin Gump

STRAUSS HAUER & FELD LLP

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September 21, 2020

VIA EMAIL AND ECF

The Honorable Judge Drain  
United States Bankruptcy Court  
Southern District of New York  
300 Quarropas Street  
White Plains, New York 10601

Re: *Sears Holdings Corp., et al. v. Lampert, et al.*, Case No. 19-08250 (RDD)  
(the “Adversary Proceeding”)

Dear Judge Drain:

On behalf of Plaintiffs in the above-captioned Adversary Proceeding, we write in connection with Defendants’ pending motions to dismiss. As the Court is aware, Defendants argued in their motions to dismiss and at oral argument that the distribution of the Seritage Rights<sup>1</sup> is a safe-harbored transaction under 11 U.S.C. § 546(e) because of the purported involvement of Computershare Trust Company, N.A. (“Computershare Trust”) as “agent” for Sears Holding Corporation (“Sears”). Plaintiffs made no effort to plead around or otherwise anticipate this argument in the First Amended Complaint, and never mentioned any Computershare entity or the identity of any third parties involved in the distribution of the Seritage Rights.

Nevertheless, in support of their 12(b)(6) motion, Defendants relied on certain documents—principally, the “Subscription Agent Agreement”—to try to establish that Computershare Trust conducted various activities for Sears and was therefore Sears’s agent. Plaintiffs argued in response, among other things, that the documents on which Defendants rely (improperly) are ambiguous as to which Computershare entity—Computershare Trust or Computershare, Inc.—was contractually obligated to perform particular services for Sears, let alone whether either entity actually performed such services, and that discovery and a more complete record was necessary to resolve this issue. At oral argument, Plaintiffs advised the Court that the discovery received to that point indicated that Sears’s transfer of the Seritage Rights was in fact aided by Computershare, Inc., not Computershare Trust (a point defendants did not dispute at oral argument), and requested that the Court either deny the motion or convert

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<sup>1</sup> Capitalized terms not defined herein have the meanings given to them in the First Amended Complaint [ECF No. 52].



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it to one for summary judgment under Bankruptcy Rule 7012(b). *See* Aug. 19, 2020 Hr'ing Tr., at 186:9-13; 195:20-23.

In the time since oral arguments have concluded, Plaintiffs have uncovered additional documents in discovery revealing that Computershare Trust does not appear to have conducted activities in the Seritage Rights Offering that would make it Sears's agent, as Defendants contend.

First, Plaintiffs have located an agreement between Georgeson, Inc. ("Georgeson")—a wholly-owned subsidiary of Computershare Ltd.—and Sears, pursuant to which Georgeson was to act as Sears's "Information Agent" and provide services to Sears that included "dissemination of Offer documents to registered holders of Sears Holdings common stock."<sup>2</sup> Like Computershare, Inc., Georgeson is not a bank or trust company and its activities as a potential agent of Sears could not make Sears a "financial institution" under 11 U.S.C. § 101(22). The apparent involvement of yet another entity in the Seritage transaction—not mentioned anywhere by Defendants in their motion—further supports Plaintiffs' argument that this issue cannot be resolved on a motion to dismiss. Indeed, Georgeson's apparent role as the party responsible for disseminating Rights Offering documents to Sears's shareholders plainly contradicts Defendants' representation to the Court that "Computershare Trust Company, N.A. . . . distributed [the Rights] to Sears' shareholders."<sup>3</sup>

Second, since oral argument, Plaintiffs have uncovered records of wire transfers in connection with the Seritage Rights Offering that specifically list Computershare, Inc. as the originator, not Computershare Trust.<sup>4</sup> In other words, these documents suggest that Computershare, Inc. was the entity that transferred to Sears and its subsidiaries the funds raised from the exercise of the Seritage Rights in connection with the Seritage Transaction. This too

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<sup>2</sup> *See* Exhibit 1, attached hereto, at Appendix I. This document was produced by Transform without Bates stamps, but was given the control number CNTRL-01142537.

<sup>3</sup> *Memorandum of Law in Support of ESL Defendants' Motion to Dismiss Regarding the First Amended Complaint* [ECF No. 105] ("ESL Br."), at 6-7; *see also id.* at 23 ("Computershare [Trust Company, N.A.] was obligated to distribute the Seritage Rights it received from Sears to Sears' shareholders.").

<sup>4</sup> *See* Exhibit 2, attached hereto. These documents were also produced by Transform without Bates stamps, but were given the control numbers CNTRL-02310265, CNTRL-02310266, and CNTRL-06556206. For the Court's convenience we have highlighted the references to Computershare, Inc. There are no references in the documents to Computershare Trust.



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contradicts the factual claims made by defendants in their motion that Computershare Trust was responsible for handling the funds raised by the equity subscriptions.<sup>5</sup>

Plaintiffs respectfully contend that Defendants' motions to dismiss must be denied to the extent based on section 546(e).<sup>6</sup> And even if the Court concludes otherwise, Plaintiffs could, if required, now affirmatively plead, by way of an amendment to the relevant counts, that no bank, trust company, or financial institution acted as Sears's agent in connection with the Seritage Rights Offering.

Sincerely,

/s/ David M. Zensky

David M. Zensky

cc: All Counsel of Record (via email)

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<sup>5</sup> See ESL Br. at 24 ("To consummate the Seritage Rights Offering, Computershare [Trust] was required to hold [the] funds [paid by the Sears shareholders] in payment for [the Seritage] shares in escrow . . . pending completion of the rights offering' . . .").

<sup>6</sup> To be clear, Plaintiffs are not asking the Court to make any factual findings or rule on the ultimate merits of Defendants' alleged safe-harbor defense based upon the documents attached hereto or any other documents on the current record; rather, the documents attached hereto are meant to further support Plaintiffs' argument that it is premature and procedurally inappropriate to determine at this stage whether Sears may be considered a financial institution because of the purported involvement of Computershare Trust.

## **Exhibit 1**



**Georgeson Inc.**  
480 Washington Blvd., 26<sup>th</sup> Floor  
Jersey City, NJ 07310  
www.georgeson.com

June 3, 2015

Sears Holdings Corporation  
3333 Beverly Road  
Hoffman Estates, Illinois 60179

Re: Letter of Agreement

This Letter of Agreement, including the Appendix attached hereto (collectively, this "Agreement"), sets forth the terms and conditions of the engagement of Georgeson Inc. ("Georgeson") by Sears Holdings Corporation (the "Company") to act as Information Agent in connection with the distribution of transferable subscription rights to stockholders of the Company to purchase common shares of beneficial interest of Seritage Growth Properties, a Maryland real estate investment trust (the "Offer"). The term of the Agreement shall be the term of the Offer, including any extensions thereof.

- (a) Services. Georgeson shall perform the services described in the Fees & Services Schedule attached hereto as Appendix I (such services, collectively, the "Services").
- (b) Fees. In consideration of Georgeson's performance of the Services, the Company shall pay Georgeson the amounts, and pursuant to the terms, set forth on the Fees & Services Schedule attached hereto as Appendix I, together with the Expenses (as defined below). The Company acknowledges and agrees that the Fees & Services Schedule shall be subject to adjustment, as reasonably agreed in advance between the Company and Georgeson, if the Company requests Georgeson to provide services with respect to additional matters or a revised scope of work beyond the Services.
- (c) Expenses. In addition to the fees and charges described in paragraphs (b) and (d) hereof, Georgeson shall charge the Company, and the Company shall be solely responsible, for the following reasonable and properly documented costs and expenses (collectively, the "Expenses"):

- \* Reasonable costs and customary expenses incidental to the Offer, including without limitation the mailing or delivery of Offer materials;



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- \* Reasonable costs and customary expenses relating to Georgeson's work with its agents or other parties involved in the Offer, including without limitation charges for bank threshold lists, data processing, telephone directory assistance, facsimile transmissions or other forms of electronic communication;
- \* Reasonable costs and customary expenses incurred by Georgeson at the Company's request or for the Company's convenience, including without limitation for copying, printing of additional and/or supplemental material; and
- \* any other reasonable costs and customary expenses authorized by the Company in advance during the course of the Offer, including without limitation those relating to advertising (including production and posting), media relations and analytical services;

provided, that Georgeson shall notify the Company prior to incurring any reimbursable fees and expenses in excess of an aggregate of \$2,500.

The Company shall pay all applicable taxes (other than income taxes) incurred in connection with the delivery of the Services or Expenses.

- (d) Custodial Charges. Georgeson agrees to check, itemize and pay on the Company's behalf the charges of brokers and banks, for forwarding the Company's offering material to beneficial owners. The Company shall reimburse Georgeson for such broker and bank charges in the manner described in the Fees & Services Schedule.
- (e) Compliance with Applicable Laws. The Company and Georgeson hereby represent to one another that each shall comply with all applicable laws relating to the Offer, including, without limitation, the Securities Act of 1933, as amended, and the Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder.
- (f) Indemnification; Limitation of Liability.
  - (i) The Company shall indemnify and hold harmless Georgeson, its affiliates and their respective stockholders, officers, directors, employees and agents from and against any and all losses, claims, damages, costs, charges, counsel fees and expenses, payments, expenses and liability (collectively, "Losses") arising out of or relating to the performance of the Services, including the reasonable costs and expenses of defending against any Loss or enforcing this Agreement, except to the extent such Losses shall have been determined by the parties, themselves, or a court of competent jurisdiction to be a result of Georgeson's gross negligence or willful misconduct.
  - (ii) Notwithstanding anything herein to the contrary, but without limiting the Company's indemnification obligations set forth in clause (i) above, neither party shall be liable for any incidental, indirect, special or consequential damages of



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any nature whatsoever, including, but not limited to, loss of anticipated profits, occasioned by a breach of any provision of this Agreement, even if apprised of the possibility of such damages.

(iii) Any liability whatsoever of Georgeson, its affiliates or any of their respective stockholders, officers, directors, employees or agents hereunder or otherwise relating to or arising out of performance of the Services will be limited in the aggregate to three times the fees and charges paid hereunder by the Company to Georgeson.

(iv) This paragraph (f) shall survive the termination of this Agreement.

(g) Governing Law. This Agreement shall be governed by the substantive laws of the State of New York without regard to its principles of conflicts of laws, and shall not be modified in any way, unless pursuant to a written agreement which has been executed by each of the parties hereto. The parties agree that any and all disputes, controversies or claims arising out of or relating to this Agreement (including any breach hereof) shall be subject to the jurisdiction of the federal and state courts in New York County, New York and the parties hereby waive any defenses on the grounds of lack of personal jurisdiction of such courts, improper venue or forum non conveniens. The parties waive all right to trial by jury in any action, proceeding or counterclaim arising out of this Agreement.

(h) Relationship. The Company agrees and acknowledges that Georgeson shall be the primary information agent retained by the Company in connection with the Offer. This shall have no effect on the ability of Seritage Growth Properties to retain agents (information or otherwise) of their own.

(i) Confidentiality. Georgeson agrees to preserve the confidentiality of (i) all non-public information provided by the Company or its agents for Georgeson's use in fulfilling its obligations hereunder and (ii) any information developed by Georgeson based upon such non-public information (collectively, "Confidential Information"). For purposes of this Agreement, Confidential Information shall not be deemed to include any information which (w) is or becomes generally available to the public other than as a result of a disclosure by Georgeson or any of its officers, directors, employees, agents or affiliates; (x) was available to Georgeson on a nonconfidential basis and in accordance with law prior to its disclosure to Georgeson by the Company; (y) becomes available to Georgeson on a nonconfidential basis and in accordance with law from a person other than the Company or any of its officers, directors, employees, agents or affiliates who is not otherwise bound by a confidentiality agreement with the Company or is not otherwise prohibited from transmitting such information to a third party; or (z) was independently and lawfully developed by Georgeson without access to the Confidential Information. The Company agrees that all reports, documents and other work product provided to the Company by Georgeson pursuant to the terms of this Agreement are for the exclusive use of the Company and may not be disclosed to any other person or entity (other than Company representatives, employees and agents) without the prior written consent



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of Georgeson. The confidentiality obligations set forth in this paragraph shall survive the termination of this Agreement

- (j) Entire Agreement; Appendix. This Agreement constitutes the entire agreement and supersedes all prior agreements and understandings, both written and oral, between the parties hereto with respect to the subject matter hereof. The Appendix to this Agreement shall be deemed to be incorporated herein by reference as if fully set forth herein. This Agreement shall be binding upon all successors to the Company (by operation of law or otherwise).

[Signature page follows.]





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**If the above is acceptable, please execute and return the enclosed duplicate of this Agreement to Georgeson Inc., 480 Washington Blvd. – 26<sup>th</sup> floor, Jersey City, NJ 07310, Attention: Steven M. Pantina.**

Sincerely,

GEORGESON INC.

By:

A handwritten signature in dark ink that reads "Steven M. Pantina".

Steven M. Pantina

Title: Senior Managing Director

Agreed to and accepted as of  
the date first set forth above:

SEARS HOLDINGS CORPORATION

By: \_\_\_\_\_  
Rob A. Riecker

Title: Controller and Chief Accounting Officer\_

Georgeson

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**If the above is acceptable, please execute and return the enclosed duplicate of this Agreement to Georgeson Inc., 480 Washington Blvd. – 26<sup>th</sup> floor, Jersey City, NJ 07310, Attention: Steven M. Pantina.**

Sincerely,

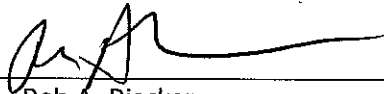
GEORGESON INC.

By: \_\_\_\_\_  
Steven M. Pantina

Title: \_\_\_\_\_  
Senior Managing Director

Agreed to and accepted as of  
the date first set forth above:

| SEARS HOLDINGS CORPORATION

By:  \_\_\_\_\_  
Rob A. Riecker

Title: Controller and Chief Accounting Officer\_



**APPENDIX I**

**SEARS HOLDINGS CORPORATION  
FEES & SERVICES SCHEDULE**

**BASE SERVICES**

\$10,000

- \* Advance review of Offer documents
- \* Strategic advice relating to the Offer
- \* Assistance in preparation of advertisements and news releases
- \* Dissemination of Offer documents to bank and broker community
- \* Dissemination of Offer documents to registered holders of Sears Holdings common stock
- \* Dissemination of Offer documents to holders of subscription rights, as requested by such holders
- \* Communication with bank and broker community during the Offer
- \* Provide information to holders of subscription rights regarding the rights offering, including the exercise and/or transferability of the rights
- \* Call center staffing and training
- \* Provide progress updates to the Company, as requested

**ADDITIONAL INFORMATION AGENT FEES**

TBD

- \* Direct communication with holders of subscription rights, including a dedicated toll-free telephone number to respond to inquiries of non-broker-dealers and dedicated e-mail address
  - \* \$6.50 per communication (incoming and outgoing)
 Parties agree that the first 500 communications (incoming and outgoing) will be included in the base fee

**PRINT/MAIL FEE SCHEDULE (IF REQUIRED)**

- \* Mailing
  - o Inkjet Name and Address on envelope insert up to 3 pieces 1.00/acct
  - o Insert 4+ pieces 6.00/M/piece
  - o Hand Insertion 70.00/M
- \* Printing
  - o Print 8 1/2 x 11 simplex 55.00/M
  - o Print slip sheets 55.00/M
  - o Print 8 1/2 x 11 duplex 97.50/M
  - o Imprint Tag Line on Outside Envelope 10.00/M
  - o Imprint Indecia on Envelope 10.00/M
  - o Imprint Return Address on Envelope 10.00/M
  - o Imprint OSE- each pass 10.00/M
  - o Purchase 24# Brown Kraft Envelope 58.80/M
  - o Purchase 9 x 12 Booklet 24 Window Envelope 156.80/M
- \* \*Services other than those listed above will be bid at time of request.



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**FEE PAYMENT INSTRUCTIONS**

The Company shall pay Georgeson as follows:

- \* Within sixty (60) days after the execution of this Agreement, the Company shall pay Georgeson \$10,000, which amount is in consideration of Georgeson's commitment to represent the Company and is non-refundable;
- \* If applicable, immediately prior to the commencement of the mailing, the Company shall advance to Georgeson a portion of anticipated custodial charges; as described in paragraph (d) of this Agreement; and
- \* Upon completion of the Offer, within sixty (60) days, the Company shall pay Georgeson the sum of (i) any variable fees as described above under "Additional Services" which have accrued over the course of the Offer, (ii) all unreimbursed custodial charges, as described in paragraph (d) of this Agreement, and (iii) all Expenses

Georgeson will send the Company an invoice for each of the foregoing payments, which invoices will include written transfer instructions.

## **Exhibit 2**

To: Joye, Jennifer [Jenny.Joye@searshc.com]; Houghton-Lynch, Nancy [nhlynch@sracweb.com]; Drosopoulos, Jennifer L [JenniferL.Drosopoulos@searshc.com]; Wiest, Mike [Mike.Wiest@searshc.com]  
Cc: Stopen, Keith [Keith.Stopen@searshc.com]; Brokke, Sonia [Sonia.Brokke@searshc.com]; Kidd, Bryan [BKIDD@searshc.com]  
From: Goodin, Jon [O=KMART CORPORATION/OU=KIH SITE1/CN=RECIPIENTS/CN=JGOODIN]  
Sent: Wed 7/8/2015 12:51:32 PM (UTC)  
Subject: RE: 7/7 Kmart receipts

Jen (Drosopoulos), can you also assist with the coding for these funds received yesterday?

Mike, can you respond to the question in the second table?

Thanks

Jon Goodin  
Accounting & Sarbanes-Oxley Manager  
Sears Holdings Corporation  
3333 Beverly Road (B5-094A), Hoffman Estates, IL  
[jon.goodin@searshc.com](mailto:jon.goodin@searshc.com)  
Office: (847) 286-0986

From: Joye, Jennifer  
Sent: Wednesday, July 08, 2015 6:28 AM  
To: Houghton-Lynch, Nancy; Goodin, Jon  
Subject: 7/7 Kmart receipts

Good morning,

Please provide coding for the funds received yesterday:

Date	Processed to GL	Account Number	Match	BAI Code	Amount	GL Unit	GL Account	Category	Debit/Credit	Description	BAI Record
07/07/2015	null	4427577769	NODESCRIPTION	195	2,940,500.00	36461	10262	category 100	CREDIT	Incoming Money Transfer	294050000,0,0,00370308689,0000000000/WIRE TYPE:WIRE IN DATE:070715 TIME:1643 ET TRN:2015070700308689 SNDR REF:20151880849700 SERVICE REF:20150707L1B78J1C002960 RELATED REF: ORIG:FIRST AMERICAN TITLE INSURANCE COMP ATTN ESCROW TRUST ACCOUNTING 9000 E PIMA CENTER PARKWAY SCOTTSDALE AZ 85258 ID:3022880000 ORG BK: ID: INS BK: ID: SND BK:FIRST AMERICAN TRUST FSB ID:122241255 BNF:KMART CORP ID:4427577769 BNF BK: ID: PAYMENT DETAILS: FOR FURTHER CREDIT TO KMART OF MARIN ACCESS LLC SERITAGE NCS 700526 DW BEGIN 89732 2288 529 7360687 700526 END
07/07/2015	null	4427577769	NODESCRIPTION	195	6,237,550.00	36461	10262	category 100	CREDIT	Incoming Money Transfer	623755000,0,0,00370308687,0000000000/WIRE TYPE:WIRE IN DATE:070715 TIME:1643 ET TRN:2015070700308687 SNDR REF:20151880849300 SERVICE REF:20150707L1B78J1C002957 RELATED REF: ORIG:FIRST AMERICAN TITLE INSURANCE COMP ATTN ESCROW TRUST ACCOUNTING 9000 E PIMA CENTER PARKWAY SCOTTSDALE AZ 85258 ID:3022880000 ORG BK: ID: INS BK: ID: SND BK:FIRST AMERICAN TRUST FSB ID:122241255 BNF:KMART CORP ID:4427577769 BNF BK: ID: PAYMENT DETAILS: FOR FURTHER CREDIT TO KMART OF WASHINGTON LLC SERITAGE NCS 700526 DW BEGIN 89734 2288 529 7360684 700526 END
07/07/2015	null	4427577769	NODESCRIPTION	195	31,559,437.50	36461	10262	category 100	CREDIT	Incoming Money Transfer	3155943750,0,0,00370308684,0000000000/WIRE TYPE:WIRE IN DATE:070715 TIME:1643 ET TRN:2015070700308684

	19-08250-rdd	Doc 225	Filed 10/06/20	Entered 10/06/20	12:46:32	Main Document						SNDR REF:20151880849000 SERVICE REF:20150707000302954 RELATED REF: ORIG:FIRST AMERICAN TITLE INSURANCE COMP ATTN ESCROW TRUST ACCOUNTING 9000 E PIMA CENTER PARKWAY SCOTTSDALE AZ 85258 ID:3022880000 ORG BK: ID: INS BK: ID: SND BK:FIRST AMERICAN TRUST FSB ID:122241255 BNF:KMART CORP ID:4427577769 BNF BK: ID: PAYMENT DETAILS: FOR FURTHER CREDIT TO PLAZA GUAYNABO LP SERITAGE NCS 700526 DW BEGIN 89739 2288 529 7360679 700526 END
07/07/2015	null	4427577769	NODESCRIPTION	195	<a href="#">35,467,021.97</a>	36461	10262	category 100	CREDIT	Incoming Money Transfer	3546702197,0,0,00370323370,0000000000/WIRE TYPE:WIRE IN DATE:070715 TIME:1732 ET TRN:2015070700323370 SNDR REF:2015070700034968 SERVICE REF:20150707D3B74VBC001256 RELATED REF:SERITAGE ORIG:SERITAGE KMT MEZZANINE FINANCE SEARS HOLDINGS MANAGEMENT CORP AS A 3333 BEVERLY RD HOFFMAN ESTATES IL 60179-0001 ID:4645219876 ORG BK:PNC BANK N KENTUCKY ID: INS BK: ID: SND BK:PNC BANK NATIONAL ASSOCIATI ID:041000124 BNF:KMART CORP ID:4427577769 BNF BK: ID: PAYMENT DETAILS: SERITAGE	
07/07/2015	null	4427577769	NODESCRIPTION	195	<a href="#">104,676,048.11</a>	364611	10262	category 100	CREDIT	Incoming Money Transfer	10467604811,0,0,00370324713,0000000000/WIRE TYPE:WIRE IN DATE:070715 TIME:1741 ET TRN:2015070700324713 SNDR REF:2015070700035143 SERVICE REF:20150707D3B74VFC001711 RELATED REF:SERITAGE ORIG:SERITAGE KMT FINANCE LLC SEARS HOLDINGS MANAGEMENT CORP AS AGENT O 3333 BEVERLY RD HOFFMAN ESTATES IL 60179-0001 ID:4645219833 ORG BK:PNC BANK N KENTUCKY ID: INS BK: ID: SND BK:PNC BANK NATIONAL ASSOCIATI ID:041000124 BNF:KMART CORP ID:4427577769 BNF BK: ID: PAYMENT DETAILS: SERITAGE	
07/07/2015	null	4427577769	NODESCRIPTION	191	<a href="#">257,803,861.17</a>	364671	10262	category 100	CREDIT	Individual Incoming Internal Money Transfer	25780386117,0,0,00370289505,0000000000/WIRE TYPE:BOOK IN DATE:070715 TIME:1551 ET TRN:2015070700289505 SNDR REF:1577F420300T2933 SERVICE REF: RELATED REF: ORIG:COMPUTERSHARE INC AS AGT FOR CORP ACTION FUND VARIOUS 250 ROYALL ST ATTN: RECON MGR CANTON MA 02021-1011 ID:004602291022 ORG BK: ID: INS BK:CASHPRO-ONLINE ID:CPOP SND BK: ID: BNF:KMART CORPORATION KMART MISC WIRES PO BOX 2295 OMAHA NE 68103 ID:004427577769 BNF BK: ID: PAYMENT DETAILS: REF Seritage SHLD Wire 2	

And please confirm the outbound funds get treated as any other SFHC transfer.

Date	Processed to GL	Account Number	Match	BAI Code	Amount	GL Unit	GL Account	Category	Debit/Credit	Description	BAI Record
07/07/2015	null	4427082102	%SEARS FINANCIAL HOLDING CORP%	491	<a href="#">438,684,418.75</a>	08504	10263	category 100	DEBIT	Individual Outgoing Internal Money Transfer	00370321133,0000000000/WIRE TYPE:BOOK OUT DATE:070715 TIME:1748 ET TRN:2015070700321133 FED IMAD: RELATED REF:SFHC ORIG: ID: BNF:SEARS FINANCIAL HOLDING CORPORATION SFHC-OPERATING ACCOUNT 3711 KENNETT PIKE STE 120

	19-08250-rdd	Doc 225	Filed	10/06/20	Entered	10/06/20	12:46:32	Main Document	GREENVILLE DE 19807 Doc ID: 19807 BNF BK: ID: INT BK: ID: RECV BK: ID: PAYMENT DETAILS: SFHC
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Jennifer Joye | Cash Analyst | Sears Roebuck Acceptance Corp.

3711 Kennett Pike | Suite 120 | Greenville, DE 19807

[jjohnst1@searshc.com](mailto:jjohnst1@searshc.com) | PHONE 302.434.3114 | FAX 847.747.1469

*ALL DISBURSEMENT AND RESEARCH REQUESTS SHOULD BE SENT TO ENTIRE TEAM: [CASHMANAGEMENT@SEARSHC.COM](mailto:CASHMANAGEMENT@SEARSHC.COM)*



**To:** Joye, Jennifer [Jenny.Joye@searshc.com]; Houghton-Lynch, Nancy [nhlynch@sracweb.com]; Drosopoulos, Jennifer L [JenniferL.Drosopoulos@searshc.com]; Wilczak, Tom [Tom.Wilczak@searshc.com]; Huron, Mollie [mollie.huron@searshc.com]  
**Cc:** Wiest, Mike [Mike.Wiest@searshc.com]; Stopen, Keith [Keith.Stopen@searshc.com]; Kidd, Bryan [BKIDD@searshc.com]; Brokke, Sonia [Sonia.Brokke@searshc.com]  
**From:** Goodin, Jon [/O=KMART CORPORATION/OU=KIHSITE1/CN=RECIPIENTS/CN=JGOODIN]  
**Sent:** Wed 7/8/2015 12:48:41 PM (UTC)  
**Subject:** RE: 7/7 Sears receipts

Jen (Drosopoulos),

Can you assist with the coding for the first group below? The second and third refer to GGP and Simon, so could be JV related. The remainder reference Seritage.

Mollie/Tom,

Could you advise on the second table with the coding for the fuel hedge?

Thanks

**Jon Goodin**  
**Accounting & Sarbanes-Oxley Manager**  
**Sears Holdings Corporation**  
**3333 Beverly Road (B5-094A), Hoffman Estates, IL**  
**[jon.goodin@searshc.com](mailto:jon.goodin@searshc.com)**  
**Office: (847) 286-0986**

**From:** Joye, Jennifer  
**Sent:** Wednesday, July 08, 2015 7:04 AM  
**To:** Houghton-Lynch, Nancy; Goodin, Jon  
**Subject:** 7/7 Sears receipts

Good morning,

Please provide coding for the funds received yesterday:

Date	Process ed to GL	Account Number	Match	BAI Cod e	Amount	GL Unit	GL Accou nt	Categor y	Debit/Cre dit	Descripti on	Transacti on ID	BAI Record
07/07/2015	null	4451035468	NODESCRIPTI ON	195	<a href="#">10,602,667.67</a>	36461	10258	category 100	CREDIT	Incoming Money Transfer		1060266767,0,0,00370308594,0000000000/WIRE TYPE:WIRE IN DATE:070715 TIME:1642 ET TRN:2015070700308594 SNDR REF:20151880847800 SERVICE REF:20150707L1B78J1C002951 RELATED REF: ORIG:FIRST AMERICAN TITLE INSURANCE COMP ATTN ESCROW TRUST ACCOUNTING 9000 E PIMA CENTER PARKWAY SCOTTSDALE AZ 85258 ID:3022880000 ORG BK: ID: INS BK: ID: SND BK:FIRST AMERICAN TRUST FSB ID:122241255 BNF:SEARS ROEBUCK AND CO ID:4451035468 BNF BK: ID: PAYMENT DETAILS: FOR FURTHER CREDIT TO SEARS DEVELOPMENT CO. SERITAGE NCS 700526 DW BEGIN 89736 2288 529 7360682 700526 END
07/07/2015	null	4451035468	NODESCRIPTI ON	195	<a href="#">33,299,980.80</a>	36461	10258	category 100	CREDIT	Incoming Money Transfer		3329998080,0,0,00370289460,0000000000/WIRE TYPE:WIRE IN DATE:070715 TIME:1551 ET TRN:2015070700289460 SNDR REF:150707027770 SERVICE REF:20150707L3LF151C002782 RELATED REF:150707027770

ORIG:GGP NIMBUS LLC ATTN ORRI  
SIMON PROPRY GROUP LLC  
CHICAGO IL 60606 ID:000104791443336  
ORG BK: ID: INS BK: ID: SND BK:US  
BANK NA ID:091000022 BNF:SEARS  
ROEBUCK AND CO ID:4451035468 BNF  
BK: ID: PAYMENT DETAILS:  
150707027770

07/07/2015	null	4451035468	NODESCRIPTI ON	195	<u>33,299,980.80</u>	364601	10258	category 100	CREDIT	Incoming Money Transfer	3329998080,0,0,00370290440,0000000000/WIRE TYPE:WIRE IN DATE:070715 TIME:1554 ET TRN:2015070700290440 SNDR REF:2015070700030709 SERVICE REF:20150707D3B74VFC001466 RELATED REF:201507743611ISCW ORIG:SIMON PROPERTY GROUP LP 3641 SIMON PROPERTY GROUP LP ARP FS 225 W WASHINGTON ST INDIANAPOLIS IN 46204-3435 ID:4622330555 ORG BK:PNC BANK N KENTUCKY ID: INS BK: ID: SND BK:PNC BANK NATIONAL ASSOCIATI ID:041000124 BNF:SEARS ROEBUCK AND CO. ID:4451035468 BNF BK: ID: PAYMENT DETAILS: 201507743611ISCW SIMON PROPERTY GROUP
07/07/2015	null	4451035468	NODESCRIPTI ON	195	<u>198,151,374.22</u>	364601	10258	category 100	CREDIT	Incoming Money Transfer	19815137422,0,0,00370323414,0000000000/WIRE TYPE:WIRE IN DATE:070715 TIME:1732 ET TRN:2015070700323414 SNDR REF:2015070700034969 SERVICE REF:20150707D3B74V9C001452 RELATED REF:SERITAGE ORIG:SERITAGE SRC MEZZANINE FINANCE LLC SEARS HOLDINGS MANAGEMENT CORP AS A 3333 BEVERLY RD HOFFMAN ESTATES IL 60179-0001 ID:4645219884 ORG BK:PNC BANK N KENTUCKY ID: INS BK: ID: SND BK:PNC BANK NATIONAL ASSOCIATI ID:041000124 BNF:SEARS ROEBUCK CO ID:4451035468 BNF BK: ID: PAYMENT DETAILS: SERITAGE
07/07/2015	null	4451035468	NODESCRIPTI ON	191	<u>258,245,090.37</u>	364601	10258	category 100	CREDIT	Individual Incoming Internal Money Transfer	25824509037,0,0,00371290164,0000000000/WIRE TYPE:BOOK IN DATE:070715 TIME:1554 ET TRN:2015070700290164 SNDR REF:1577F42035FU0L07 SERVICE REF: RELATED REF: ORIG:COMPUTERSHARE INC AS AGT FOR CORP ACTION FUND VARIOUS 250 ROYALL ST ATTN: RECON MGR CANTON MA 02021-1011 ID:004602291022 ORG BK: ID: INS BK:CASHPRO-ONLINE ID:CPOP SND BK: ID: BNF:SEARS ROEBUCK AND CO SEARS CONCENTRATION 3333 BEVERLY RD B5-172 HOFFMAN ESTATES IL 60179 ID:004451035468 BNF BK: ID: PAYMENT DETAILS: REF Seritage SHLD Wire 1
07/07/2015	null	4451035468	NODESCRIPTI ON	195	<u>584,816,588.09</u>	364601	10258	category 100	CREDIT	Incoming Money Transfer	58481658809,0,0,00370323472,0000000000/WIRE TYPE:WIRE IN DATE:070715 TIME:1732 ET TRN:2015070700323472 SNDR REF:2015070700034967 SERVICE REF:20150707D3B74VHC001671 RELATED REF:SERITAGE ORIG:SERITAGE SRC FINANCE LLC SEARS HOLDINGS MANAGEMENT CORP AS AGENT O 3333 BEVERLY RD HOFFMAN ESTATES IL 60179-0001 ID:4645219841 ORG BK:PNC BANK N KENTUCKY ID: INS BK: ID: SND BK:PNC BANK NATIONAL ASSOCIATI ID:041000124 BNF:SEARS ROEBUCK CO ID:4451035468 BNF BK: ID: PAYMENT DETAILS: SERITAGE

Date	Processed to GL	Account Number	Match	BAI Code	Amount	GL Unit	GL Account	Category	Debit/Credit	Description	Transaction ID	BAI Record
07/07/2015	null	4451035468	NODESCRIPTION	491	735,215.00	36461	10258	category 100	DEBIT	Individual Outgoing Internal Money Transfer		00370255030,0000000000/WIRE TYPE:BOOK OUT DATE:070715 TIME:1409 ET TRN:2015070700255030 FED IMAD: RELATED REF:1577B13343VS0T06 ORIG: ID: BNF:AMERICA NA - CREDIT DERIVTV C/O BANK OF AMERICA NA CHARLOTTE 100 N TRYON ST CHARLOTTE NC 28255 ID:006550419304 BNF BK: ID: INT BK: ID: RECV BK: ID: PAYMENT DETAILS: Settlement of expiring contract in fuel hedge. Ref Sears Holdings Corp

Date	Processed to GL	Account Number	Match	BAI Code	Amount	GL Unit	GL Account	Category	Debit/Credit	Description	BAI Record
07/07/2015	null	4451035468	%Book Out%4451059512%	491	<u>619,300,000.00</u>	35486	15181	category 100	DEBIT	Individual Outgoing Internal Money Transfer	00370322359,0000000000/WIRE TYPE:BOOK OUT DATE:070715 TIME:1758 ET TRN:2015070700322359 FED IMAD: RELATED REF:1577H17021LR0Q25 ORIG: ID: BNF:SEARS ROEBUCK ACCEPTANCE CORP SRAC - OPERATING ACCOUNT 3711 KENNETT PIKE GREENVILLE DE 19807 ID:004451059512 BNF BK: ID: INT BK: ID: RECV BK: ID: PAYMENT DETAILS: Intercompany Note
07/07/2015	null	4451035468	%Book Out%4451059512%	491	<u>995,000,000.00</u>	35486	15181	category 100	DEBIT	Individual Outgoing Internal Money Transfer	00370322357,0000000000/WIRE TYPE:BOOK OUT DATE:070715 TIME:1738 ET TRN:2015070700322357 FED IMAD: RELATED REF:1577H163351T1060 ORIG: ID: BNF:SEARS ROEBUCK ACCEPTANCE CORP SRAC - OPERATING ACCOUNT 3711 KENNETT PIKE GREENVILLE DE 19807 ID:004451059512

	19-08250-rdd	Doc 225	Filed	10/06/20	Entered 10/06/20	12:46:32	Main Document	BNF BK: ID: INT BK: ID: RECV BK: ID: PAYMENT DETAILS: Intercompany Note			
				Pg 20 of 67							
07/07/2015	null	4451035468	%Book Out%4451059512%	491	<u>996,000,000.00</u>	35486	15181	category 100	DEBIT	Individual Outgoing Internal Money Transfer	00370322358,0000000000/WIRE TYPE:BOOK OUT DATE:070715 TIME:1728 ET TRN:2015070700322358 FED IMAD: RELATED REF:1577H16050GS1387 ORIG: ID: BNF:SEARS ROEBUCK ACCEPTANCE CORP SRAC - OPERATING ACCOUNT 3711 KENNETT PIKE GREENVILLE DE 19807 ID:004451059512 BNF BK: ID: INT BK: ID: RECV BK: ID: PAYMENT DETAILS: Intercompany Note

Thanks.

Jennifer Joye | Cash Analyst | Sears Roebuck Acceptance Corp.

3711 Kennett Pike | Suite 120 | Greenville, DE 19807

[jjohnst1@searshc.com](mailto:jjohnst1@searshc.com) | PHONE 302.434.3114 | FAX 847.747.1469

*ALL DISBURSEMENT AND RESEARCH REQUESTS SHOULD BE SENT TO ENTIRE TEAM: [CASHMANAGEMENT@SEARSHC.COM](mailto:CASHMANAGEMENT@SEARSHC.COM)*

### Account Balance Summary

## Credit Summary

## Debit Summary

## Credits

## Money Transfer CR-Wire

**\$104,676,048.11 Credit Transactions Total**

## Debits

## Money Transfer DB - Wire

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# Previous Day Summary and Detail Report

## Seritage balances



Date Range: July 07, 2015 to July 15, 2015

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4645219833 - Seritage KMT Finance LLC SEARS cont.

### Debit Transactions cont.

#### Wire Transfer Out cont.

#### Money Transfer DB - Wire cont.

<u>Amount</u>	<u>Reference Number</u>	<u>Reference Detail</u>
<u>\$104,676,048.11</u>		Money Transfer DB - Wire Total
<u>\$104,676,048.11</u>		Wire Transfer Out Total
<u>\$104,676,048.11</u>		Debit Transactions Total

## Seritage balances

Date Range: July 07, 2015 to July 15, 2015

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<b>PNC, MIDWEST</b>	<b>071921891</b>	<b>USD</b>
<b>Seritage SRC Finance LLC SEARS</b>	<b>4645219841</b>	<b>As of Date: July 07, 2015</b>

### Account Balance Summary

Closing Ledger	\$12,725,348.50	Opening Available	\$12,725,348.50
Closing Available	\$12,725,348.50	1 Day Float	\$0.00
		2 + Day Float	\$0.00
Total Credits	\$597,541,936.59	3 Item(s)	
Total Debits	\$584,816,588.09	1 Item(s)	

### Credit Summary

Wire Transfer In	\$597,541,936.59	3 Item(s)
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### Debit Summary

Wire Transfer Out	\$584,816,588.09	1 Item(s)
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### Credits

#### Wire Transfer In

##### Money Transfer CR-Wire

<u>Amount</u>	<u>Reference Number</u>	<u>0-Day Float</u>	<u>1-Day Float</u>	<u>2+Day Float</u>
	<u>Reference Detail</u>			
\$584,816,588.09	150707033374 FED WIRE IN 033374 ORIGINATOR:FIRST AMERICAN TITLE INSURANCE COMP AC/3022880000 ATTN ESCROW TRUST ACCOUNTING 9000 E PIMA/ CENTER PARKWAY SCOTTSDALE AZ 85258 FIRST AMERICAN TRUST FSB ABA:122241255 OBI:PROCEEDS SPLIT NCS 700526 DW BBI:BEGIN8974422885297360674700526 END BENEFICIARY:SERITAGE SRC FINANCE LLCSEARS AC/4645219841 SERITAGE SRC FINANCE LLC 4645219841 TRN:150707033374 FEDREF:02945 DATE:150707 TIME:1641	\$584,816,588.09	\$0.00	\$0.00
\$12,523,640.50	150707033421 FED WIRE IN 033421 ORIGINATOR:FIRST AMERICAN TITLE INSURANCE COMP AC/3022880000 ATTN ESCROW TRUST ACCOUNTING 9000 E PIMA/ CENTER PARKWAY SCOTTSDALE AZ 85258 FIRST AMERICAN TRUST FSB ABA:122241255 OBI:OPERATINGACCOUNT FUNDS NCS 700526 DW BBI:BEGIN8973722885297360681700526 END BENEFICIARY:SERITAGE SRC FINANCE LLC SEARS AC/4645219841 SERITAGE SRC FINANCE LLC4645219841 TRN:150707033421 FEDREF:02956 DATE:150707 TIME:1642	\$12,523,640.50	\$0.00	\$0.00
\$201,708.00	150707030472 FED WIRE IN 030472 ORIGINATOR:COMPUTERSHARE INC AC/004602291022 AS AGT FOR CORP ACTION FUND VARIOUS 250 ROYALL STATTN: RECON MGR CANTON MA 02021-1011 BANK OF AMERICA/ NATIONAL ASSOC ABA:026009593 RFB:1577F4202KIU1103 OBI:REF RIGHTS OFFERING PROCEEDS SHLD WIRE 4 BENEFICIARY:SERITAGE SRC FINANCE LLC SEARS AC/4645219841 SERITAGE SRC FINANCE LLC 4645219841 N/A N/A TRN:150707030472 FEDREF:09397 DATE:150707TIME:1546	\$201,708.00	\$0.00	\$0.00

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# Previous Day Summary and Detail Report

## Seritage balances



Date Range: July 07, 2015 to July 15, 2015

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As Of Date: July 07, 2015

4645219841 - Seritage SRC Finance LLC SEARS cont.

### Credit Transactions cont.

#### Wire Transfer In cont.

#### Money Transfer CR-Wire cont.

<u>Amount</u>	<u>Reference Number</u>	<u>0-Day Float</u>	<u>1-Day Float</u>	<u>2+Day Float</u>
	<u>Reference Detail</u>			
\$597,541,936.59	Money Transfer	\$597,541,936.59	\$0.00	\$0.00
	CR-Wire Total			
\$597,541,936.59	Wire Transfer In Total			
\$597,541,936.59	Credit Transactions Total			

### Debits

### Wire Transfer Out

#### Money Transfer DB - Wire

<u>Amount</u>	<u>Reference Number</u>	<u>Reference Detail</u>
\$584,816,588.09	150707034967	FED WIRE OUT 034967 ORIGINATOR:SERITAGE SRC FINANCE LLC SEARS AC/4645219841 BENEFICIARY:Sears Roebuck & Co AC/4451035468 RFB:Seritage RECVBNK:BANK OF AMERICA NATIONAL ASSOC ABA:026009593 TRN:150707034967 FEDREF:01671 DATE:150707 TIME:1732
\$584,816,588.09	Money Transfer DB - Wire Total	
\$584,816,588.09	Wire Transfer Out Total	
\$584,816,588.09	Debit Transactions Total	





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As Of Date: July 07, 2015

4645219876 - Seritage KMT Mezzanine Finance cont.

Debit Transactions cont.

Wire Transfer Out cont.

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\$35,467,021.97	Wire Transfer Out Total
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\$35,467,021.97	Debit Transactions Total
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Seritage balances

Date Range: July 07, 2015 to July 15, 2015 07/15/2015 12:08:34 PM

PNC, MIDWEST	071921891	USD
Seritage SRC Mezzanine Finance	4645219884	As of Date: July 07, 2015

Account Balance Summary

Closing Ledger	\$0.00	Opening Available	\$0.00
Closing Available	\$0.00	1 Day Float	\$0.00
		2 + Day Float	\$0.00
Total Credits	\$198,151,374.22	1 Item(s)	
Total Debits	\$198,151,374.22	1 Item(s)	

Credit Summary

Wire Transfer In	\$198,151,374.22	1 Item(s)
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Debit Summary

Wire Transfer Out	\$198,151,374.22	1 Item(s)
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Credits

Wire Transfer In

Money Transfer CR-Wire

Amount	Reference Number	0-Day Float	1-Day Float	2+Day Float
	Reference Detail			
\$198,151,374.22	150707033407	\$198,151,374.22	\$0.00	\$0.00
	FED WIRE IN 033407 ORIGINATOR:FIRST AMERICAN TITLE INSURANCE COMP AC/3022880000 ATTN ESCROW TRUST ACCOUNTING 9000 E PIMA/ CENTER PARKWAY SCOTTSDALE AZ 85258 FIRST AMERICAN TRUST FSB ABA:122241255 OBI:PROCEEDS SPLIT NCS 700526 DW BBI:BEGIN8974322885297360675700526 END BENEFICIARY:SERITAGE SRC MEZZANINE FINANCE LLC AC/4645219884 TRN:150707033407 FEDREF:02947 DATE:150707 TIME:1642			
\$198,151,374.22	Money Transfer CR-Wire Total	\$198,151,374.22	\$0.00	\$0.00
\$198,151,374.22	Wire Transfer In Total			
\$198,151,374.22	Credit Transactions Total			

Debits

Wire Transfer Out

Money Transfer DB - Wire

Amount	Reference Number	Reference Detail
\$198,151,374.22	150707034969	FED WIRE OUT 034969 ORIGINATOR:SERITAGE SRC MEZZANINE FINANCE LLC AC/4645219884 BENEFICIARY:Sears Roebuck & Co AC/4451035468 RFB:Seritage RECVBNK:BANK OF AMERICA NATIONAL ASSOC ABA:026009593 TRN:150707034969 FEDREF:01452 DATE:150707 TIME:1732
\$198,151,374.22	Money Transfer DB - Wire Total	

**Date Range: July 07, 2015 to July 15, 2015**

**07/15/2015 12:08:34 PM**

As Of Date: July 07, 2015

4645219884 - Seritage SRC Mezzanine Finance cont.

**Debit Transactions cont.**

**Wire Transfer Out cont.**

\$198,151,374.22 Wire Transfer Out Total

**\$198,151,374.22** **Debit Transactions Total**

### Account Balance Summary

## Credit Summary

## Debit Summary

## Credits

## Money Transfer CR-Wire

## Debits

## Money Transfer DB - Wire

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Date Range: July 07, 2015 to July 15, 2015

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As Of Date: July 07, 2015  
4645219892 - Seritage Growth Properties LP cont.

Debit Transactions cont.

Wire Transfer Out cont.

Money Transfer DB - Wire cont.

Amount	Reference Number	Reference Detail
\$60,330,773.34	150707034970	FED WIRE OUT 034970 ORIGINATOR:SERITAGE GROWTH PROPERTIES LP SEARS AC/4645219892 BENEFICIARY:Seritage Growth Properties LP AC/4645219972 RFB:Seritage Closing RECVBNK:PNC BANK NATIONAL ASSOCIATION ABA:041000124 TRN:150707034970 FEDREF:01255 DATE:150707 TIME:1731
\$60,330,773.34	Money Transfer DB - Wire Total	
\$60,330,773.34	Wire Transfer Out Total	
\$60,330,773.34	Debit Transactions Total	

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# Previous Day Summary and Detail Report

## Seritage balances

Date Range: July 07, 2015 to July 15, 2015

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<b>PNC, MIDWEST</b>	<b>071921891</b>	<b>USD</b>
<b>Seritage SRC Finance LLC SEARS</b>	<b>4645219913</b>	<b>As of Date: July 07, 2015</b>

### Account Balance Summary

Closing Ledger	\$0.00	Opening Available	\$0.00
Closing Available	\$0.00	1 Day Float	\$0.00
		2 + Day Float	\$0.00
Total Credits	\$0.00 0 Item(s)		
Total Debits	\$0.00 0 Item(s)		

### Credits

No credit data to report.

### Debits

No debit data to report.





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# Previous Day Summary and Detail Report

## Seritage balances

Date Range: July 07, 2015 to July 15, 2015

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<b>PNC, MIDWEST</b>	<b>071921891</b>	<b>USD</b>
<b>Seritage KMT Finance LLC SEARS</b>	<b>4645219833</b>	<b>As of Date: July 08, 2015</b>

### Account Balance Summary

Closing Ledger	\$0.00	Opening Available	\$0.00
Closing Available	\$0.00	1 Day Float	\$0.00
		2 + Day Float	\$0.00
Total Credits	\$0.00 0 Item(s)		
Total Debits	\$0.00 0 Item(s)		

### Credits

No credit data to report.

### Debits

No debit data to report.

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# Previous Day Summary and Detail Report

## Seritage balances

Date Range: July 07, 2015 to July 15, 2015

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<b>PNC, MIDWEST</b>	<b>071921891</b>	<b>USD</b>
<b>Seritage SRC Finance LLC SEARS</b>	<b>4645219841</b>	<b>As of Date: July 08, 2015</b>

### Account Balance Summary

Closing Ledger	\$12,725,348.50	Opening Available	\$12,725,348.50
Closing Available	\$12,725,348.50	1 Day Float	\$0.00
		2 + Day Float	\$0.00
Total Credits	\$0.00 0 Item(s)		
Total Debits	\$0.00 0 Item(s)		

#### Credits

No credit data to report.

#### Debits

No debit data to report.

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# Previous Day Summary and Detail Report

## Seritage balances

Date Range: July 07, 2015 to July 15, 2015

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<b>PNC, MIDWEST</b>	<b>071921891</b>	<b>USD</b>
<b>Seritage KMT Mezzanine Finance</b>	<b>4645219876</b>	<b>As of Date: July 08, 2015</b>

### Account Balance Summary

Closing Ledger	\$0.00	Opening Available	\$0.00
Closing Available	\$0.00	1 Day Float	\$0.00
		2 + Day Float	\$0.00
Total Credits	\$0.00 0 Item(s)		
Total Debits	\$0.00 0 Item(s)		

#### Credits

No credit data to report.

#### Debits

No debit data to report.

Date Range: July 07, 2015 to July 15, 2015

07/15/2015 12:08:36 PM

PNC, MIDWEST	071921891	USD
Seritage SRC Mezzanine Finance	4645219884	As of Date: July 08, 2015

Account Balance Summary

Closing Ledger	\$0.00	Opening Available	\$0.00
Closing Available	\$0.00	1 Day Float	\$0.00
		2 + Day Float	\$0.00
Total Credits	\$0.00 0 Item(s)		
Total Debits	\$0.00 0 Item(s)		

Credits

No credit data to report.

Debits

No debit data to report.

Seritage balances

Date Range: July 07, 2015 to July 15, 2015

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PNC, MIDWEST	071921891	USD
Seritage Growth Properties LP	4645219892	As of Date: July 08, 2015

Account Balance Summary

Closing Ledger	\$0.00	Opening Available	\$0.00
Closing Available	\$0.00	1 Day Float	\$0.00
		2 + Day Float	\$0.00
Total Credits	\$0.00 0 Item(s)		
Total Debits	\$0.00 0 Item(s)		

Credits

No credit data to report.

Debits

No debit data to report.

Seritage balances

Date Range: July 07, 2015 to July 15, 2015

07/15/2015 12:08:37 PM

PNC, MIDWEST	071921891	USD
Seritage SRC Finance LLC SEARS	4645219913	As of Date: July 08, 2015

Account Balance Summary

Closing Ledger	\$0.00	Opening Available	\$0.00
Closing Available	\$0.00	1 Day Float	\$0.00
		2 + Day Float	\$0.00
Total Credits	\$0.00 0 Item(s)		
Total Debits	\$0.00 0 Item(s)		

Credits

No credit data to report.

Debits

No debit data to report.

Seritage balances

Date Range: July 07, 2015 to July 15, 2015

07/15/2015 12:08:37 PM

PNC, MIDWEST	071921891	USD
SERITAGE GROWTH PROPERTIES LP	4645219972	As of Date: July 08, 2015

Account Balance Summary

Closing Ledger	\$60,330,773.34	Opening Available	\$60,330,773.34
Closing Available	\$60,330,773.34	1 Day Float	\$0.00
		2 + Day Float	\$0.00
Total Credits	\$0.00 0 Item(s)		
Total Debits	\$0.00 0 Item(s)		

Credits

No credit data to report.

Debits

No debit data to report.

Date Range: July 07, 2015 to July 15, 2015

07/15/2015 12:08:37 PM

<b>PNC, MIDWEST</b>	<b>071921891</b>	<b>USD</b>
<b>Seritage KMT Finance LLC SEARS</b>	<b>4645219833</b>	<b>As of Date: July 09, 2015</b>

**Account Balance Summary**

Closing Ledger	\$0.00	Opening Available	\$0.00
Closing Available	\$0.00	1 Day Float	\$0.00
		2 + Day Float	\$0.00
Total Credits	\$0.00 0 Item(s)		
Total Debits	\$0.00 0 Item(s)		

**Credits**

No credit data to report.

**Debits**

No debit data to report.





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## Seritage balances

Date Range: July 07, 2015 to July 15, 2015

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<b>PNC, MIDWEST</b>	<b>071921891</b>	<b>USD</b>
<b>Seritage KMT Mezzanine Finance</b>	<b>4645219876</b>	<b>As of Date: July 09, 2015</b>

### Account Balance Summary

Closing Ledger	\$0.00	Opening Available	\$0.00
Closing Available	\$0.00	1 Day Float	\$0.00
		2 + Day Float	\$0.00
Total Credits	\$0.00 0 Item(s)		
Total Debits	\$0.00 0 Item(s)		

### Credits

No credit data to report.

### Debits

No debit data to report.

Date Range: July 07, 2015 to July 15, 2015

07/15/2015 12:08:38 PM

PNC, MIDWEST	071921891	USD
Seritage SRC Mezzanine Finance	4645219884	As of Date: July 09, 2015

Account Balance Summary

Closing Ledger	\$0.00	Opening Available	\$0.00
Closing Available	\$0.00	1 Day Float	\$0.00
		2 + Day Float	\$0.00
Total Credits	\$0.00 0 Item(s)		
Total Debits	\$0.00 0 Item(s)		

Credits

No credit data to report.

Debits

No debit data to report.

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# Previous Day Summary and Detail Report

## Seritage balances

Date Range: July 07, 2015 to July 15, 2015

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<b>PNC, MIDWEST</b>	<b>071921891</b>	<b>USD</b>
<b>Seritage Growth Properties LP</b>	<b>4645219892</b>	<b>As of Date: July 09, 2015</b>

### Account Balance Summary

Closing Ledger	\$0.00	Opening Available	\$0.00
Closing Available	\$0.00	1 Day Float	\$0.00
		2 + Day Float	\$0.00
Total Credits	\$0.00 0 Item(s)		
Total Debits	\$0.00 0 Item(s)		

### Credits

No credit data to report.

### Debits

No debit data to report.

Seritage balances

Date Range: July 07, 2015 to July 15, 2015

07/15/2015 12:08:39 PM

PNC, MIDWEST	071921891	USD
Seritage SRC Finance LLC SEARS	4645219913	As of Date: July 09, 2015

Account Balance Summary

Closing Ledger	\$0.00	Opening Available	\$0.00
Closing Available	\$0.00	1 Day Float	\$0.00
		2 + Day Float	\$0.00
Total Credits	\$0.00 0 Item(s)		
Total Debits	\$0.00 0 Item(s)		

Credits

No credit data to report.

Debits

No debit data to report.

Date Range: July 07, 2015 to July 15, 2015

07/15/2015 12:08:39 PM

PNC, MIDWEST	071921891	USD
SERITAGE GROWTH PROPERTIES LP	4645219972	As of Date: July 09, 2015

Account Balance Summary

Closing Ledger	\$60,330,773.34	Opening Available	\$60,330,773.34
Closing Available	\$60,330,773.34	1 Day Float	\$0.00
		2 + Day Float	\$0.00
Total Credits	\$0.00 0 Item(s)		
Total Debits	\$0.00 0 Item(s)		

Credits

No credit data to report.

Debits

No debit data to report.

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# Previous Day Summary and Detail Report

## Seritage balances

Date Range: July 07, 2015 to July 15, 2015

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<b>PNC, MIDWEST</b>	<b>071921891</b>	<b>USD</b>
<b>Seritage KMT Finance LLC SEARS</b>	<b>4645219833</b>	<b>As of Date: July 10, 2015</b>

### Account Balance Summary

Closing Ledger	\$0.00	Opening Available	\$0.00
Closing Available	\$0.00	1 Day Float	\$0.00
		2 + Day Float	\$0.00
Total Credits	\$0.00 0 Item(s)		
Total Debits	\$0.00 0 Item(s)		

### Credits

No credit data to report.

### Debits

No debit data to report.

Date Range: July 07, 2015 to July 15, 2015

07/15/2015 12:08:40 PM

PNC, MIDWEST	071921891	USD
Seritage SRC Finance LLC SEARS	4645219841	As of Date: July 10, 2015

Account Balance Summary

Closing Ledger	\$7,430,885.43	Opening Available	\$7,430,885.43
Closing Available	\$7,430,885.43	1 Day Float	\$0.00
		2 + Day Float	\$0.00
Total Credits	\$0.00 0 Item(s)		
Total Debits	\$43,415.07 1 Item(s)		

Debit Summary

Wire Transfer Out	\$43,415.07 1 Item(s)
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Credits	No credit data to report.
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Debits
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Wire Transfer Out

Money Transfer DB - Wire

Amount	Reference Number	Reference Detail
\$43,415.07	150710033690	FED WIRE OUT 033690 ORIGINATOR:SERITAGE SRC FINANCE LLC SEARS AC/4645219841 BENEFICIARY:Tribe Consulting Group AC/000064144795 RFB:invoice #1385 RECVBNK:BANK OF AMERICA N.A. CA ABA:121000358 OBI:Reimbursement from Seritage for con sultant expenses TRN:150710033690 FEDREF:01156 DATE:150710 TIME:1456
\$43,415.07	Money Transfer DB - Wire Total	
\$43,415.07	Wire Transfer Out Total	
\$43,415.07	Debit Transactions Total	



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# Previous Day Summary and Detail Report

## Seritage balances

Date Range: July 07, 2015 to July 15, 2015

07/15/2015 12:08:40 PM

<b>PNC, MIDWEST</b>	<b>071921891</b>	<b>USD</b>
<b>Seritage KMT Mezzanine Finance</b>	<b>4645219876</b>	<b>As of Date: July 10, 2015</b>

### Account Balance Summary

Closing Ledger	\$0.00	Opening Available	\$0.00
Closing Available	\$0.00	1 Day Float	\$0.00
		2 + Day Float	\$0.00
Total Credits	\$0.00 0 Item(s)		
Total Debits	\$0.00 0 Item(s)		

### Credits

No credit data to report.

### Debits

No debit data to report.

Seritage balances

Date Range: July 07, 2015 to July 15, 2015

07/15/2015 12:08:40 PM

PNC, MIDWEST	071921891	USD
Seritage SRC Mezzanine Finance	4645219884	As of Date: July 10, 2015

Account Balance Summary

Closing Ledger	\$0.00	Opening Available	\$0.00
Closing Available	\$0.00	1 Day Float	\$0.00
		2 + Day Float	\$0.00
Total Credits	\$0.00 0 Item(s)		
Total Debits	\$0.00 0 Item(s)		

Credits

No credit data to report.

Debits

No debit data to report.

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# Previous Day Summary and Detail Report

## Seritage balances

Date Range: July 07, 2015 to July 15, 2015

07/15/2015 12:08:41 PM

<b>PNC, MIDWEST</b>	<b>071921891</b>	<b>USD</b>
<b>Seritage Growth Properties LP</b>	<b>4645219892</b>	<b>As of Date: July 10, 2015</b>

### Account Balance Summary

Closing Ledger	\$0.00	Opening Available	\$0.00
Closing Available	\$0.00	1 Day Float	\$0.00
		2 + Day Float	\$0.00
Total Credits	\$0.00 0 Item(s)		
Total Debits	\$0.00 0 Item(s)		

### Credits

No credit data to report.

### Debits

No debit data to report.

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# Previous Day Summary and Detail Report

## Seritage balances

Date Range: July 07, 2015 to July 15, 2015

07/15/2015 12:08:41 PM

<b>PNC, MIDWEST</b>	<b>071921891</b>	<b>USD</b>
<b>Seritage SRC Finance LLC SEARS</b>	<b>4645219913</b>	<b>As of Date: July 10, 2015</b>

### Account Balance Summary

Closing Ledger	\$0.00	Opening Available	\$0.00
Closing Available	\$0.00	1 Day Float	\$0.00
		2 + Day Float	\$0.00
Total Credits	\$0.00 0 Item(s)		
Total Debits	\$0.00 0 Item(s)		

### Credits

No credit data to report.

### Debits

No debit data to report.

Seritage balances

Date Range: July 07, 2015 to July 15, 2015

07/15/2015 12:08:41 PM

PNC, MIDWEST	071921891	USD
SERITAGE GROWTH PROPERTIES LP	4645219972	As of Date: July 10, 2015

Account Balance Summary

Closing Ledger	\$60,330,773.34	Opening Available	\$60,330,773.34
Closing Available	\$60,330,773.34	1 Day Float	\$0.00
		2 + Day Float	\$0.00
Total Credits	\$0.00 0 Item(s)		
Total Debits	\$0.00 0 Item(s)		

Credits

No credit data to report.

Debits

No debit data to report.

Seritage balances

Date Range: July 07, 2015 to July 15, 2015

07/15/2015 12:08:41 PM

PNC, MIDWEST	071921891	USD
Seritage KMT Finance LLC SEARS	4645219833	As of Date: July 13, 2015

Account Balance Summary

Closing Ledger	\$0.00	Opening Available	\$0.00
Closing Available	\$0.00	1 Day Float	\$0.00
		2 + Day Float	\$0.00
Total Credits	\$0.00 0 Item(s)		
Total Debits	\$0.00 0 Item(s)		

Credits

No credit data to report.

Debits

No debit data to report.

Seritage balances

Date Range: July 07, 2015 to July 15, 2015

07/15/2015 12:08:42 PM

PNC, MIDWEST	071921891	USD
Seritage SRC Finance LLC SEARS	4645219841	As of Date: July 13, 2015

Account Balance Summary

Closing Ledger	\$7,430,885.43	Opening Available	\$7,430,885.43
Closing Available	\$7,430,885.43	1 Day Float	\$0.00
		2 + Day Float	\$0.00
Total Credits	\$0.00 0 Item(s)		
Total Debits	\$0.00 0 Item(s)		

Credits

No credit data to report.

Debits

No debit data to report.

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# Previous Day Summary and Detail Report

## Seritage balances

Date Range: July 07, 2015 to July 15, 2015

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<b>PNC, MIDWEST</b>	<b>071921891</b>	<b>USD</b>
<b>Seritage KMT Mezzanine Finance</b>	<b>4645219876</b>	<b>As of Date: July 13, 2015</b>

### Account Balance Summary

Closing Ledger	\$0.00	Opening Available	\$0.00
Closing Available	\$0.00	1 Day Float	\$0.00
		2 + Day Float	\$0.00
Total Credits	\$0.00 0 Item(s)		
Total Debits	\$0.00 0 Item(s)		

### Credits

No credit data to report.

### Debits

No debit data to report.



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# Previous Day Summary and Detail Report

## Seritage balances

Date Range: July 07, 2015 to July 15, 2015

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<b>PNC, MIDWEST</b>	<b>071921891</b>	<b>USD</b>
<b>Seritage SRC Mezzanine Finance</b>	<b>4645219884</b>	<b>As of Date: July 13, 2015</b>

### Account Balance Summary

Closing Ledger	\$0.00	Opening Available	\$0.00
Closing Available	\$0.00	1 Day Float	\$0.00
		2 + Day Float	\$0.00
Total Credits	\$0.00 0 Item(s)		
Total Debits	\$0.00 0 Item(s)		

### Credits

No credit data to report.

### Debits

No debit data to report.

Date Range: July 07, 2015 to July 15, 2015

07/15/2015 12:08:42 PM

PNC, MIDWEST	071921891	USD
Seritage Growth Properties LP	4645219892	As of Date: July 13, 2015

Account Balance Summary

Closing Ledger	\$0.00	Opening Available	\$0.00
Closing Available	\$0.00	1 Day Float	\$0.00
		2 + Day Float	\$0.00
Total Credits	\$0.00 0 Item(s)		
Total Debits	\$0.00 0 Item(s)		

Credits

No credit data to report.

Debits

No debit data to report.

Date Range: July 07, 2015 to July 15, 2015

07/15/2015 12:08:43 PM

PNC, MIDWEST	071921891	USD
Seritage SRC Finance LLC SEARS	4645219913	As of Date: July 13, 2015

Account Balance Summary

Closing Ledger	\$0.00	Opening Available	\$0.00
Closing Available	\$0.00	1 Day Float	\$0.00
		2 + Day Float	\$0.00
Total Credits	\$0.00 0 Item(s)		
Total Debits	\$0.00 0 Item(s)		

Credits

No credit data to report.

Debits

No debit data to report.

Seritage balances

Date Range: July 07, 2015 to July 15, 2015

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PNC, MIDWEST	071921891	USD
SERITAGE GROWTH PROPERTIES LP	4645219972	As of Date: July 13, 2015

Account Balance Summary

Closing Ledger	\$60,330,773.34	Opening Available	\$60,330,773.34
Closing Available	\$60,330,773.34	1 Day Float	\$0.00
		2 + Day Float	\$0.00
Total Credits	\$0.00 0 Item(s)		
Total Debits	\$0.00 0 Item(s)		

Credits

No credit data to report.

Debits

No debit data to report.

Date Range: July 07, 2015 to July 15, 2015

07/15/2015 12:08:43 PM

PNC, MIDWEST	071921891	USD
Seritage KMT Finance LLC SEARS	4645219833	As of Date: July 14, 2015

Account Balance Summary

Closing Ledger	\$0.00	Opening Available	\$0.00
Closing Available	\$0.00	1 Day Float	\$0.00
		2 + Day Float	\$0.00
Total Credits	\$0.00 0 Item(s)		
Total Debits	\$0.00 0 Item(s)		

Credits

No credit data to report.

Debits

No debit data to report.

Date Range: July 07, 2015 to July 15, 2015

07/15/2015 12:08:43 PM

PNC, MIDWEST	071921891	USD
Seritage SRC Finance LLC SEARS	4645219841	As of Date: July 14, 2015

Account Balance Summary

Closing Ledger	\$7,005,483.53	Opening Available	\$7,005,483.53
Closing Available	\$7,005,483.53	1 Day Float	\$0.00
		2 + Day Float	\$0.00
Total Credits	\$0.00 0 Item(s)		
Total Debits	\$425,401.90 1 Item(s)		

Debit Summary

Wire Transfer Out	\$425,401.90 1 Item(s)
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Credits

No credit data to report.

Debits

Wire Transfer Out

Money Transfer DB - Wire

Amount	Reference Number	Reference Detail
\$425,401.90	150714018900	FED WIRE OUT 018900 ORIGINATOR:SERITAGE SRC FINANCE LLC SEARS AC/4645219841 BENEFICIARY:Marketstaff Inc. AC/5050101657 RFB:Seritage RECVBNK:FIRSTMERIT BANK N.A. ABA:041200555 TRN:150714018900 FEDREF:00494 DATE:150714 TIME:1058
\$425,401.90	Money Transfer DB - Wire Total	
\$425,401.90	Wire Transfer Out Total	
\$425,401.90	Debit Transactions Total	

Seritage balances

Date Range: July 07, 2015 to July 15, 2015

07/15/2015 12:08:44 PM

PNC, MIDWEST	071921891	USD
Seritage KMT Mezzanine Finance	4645219876	As of Date: July 14, 2015

Account Balance Summary

Closing Ledger	\$0.00	Opening Available	\$0.00
Closing Available	\$0.00	1 Day Float	\$0.00
		2 + Day Float	\$0.00
Total Credits	\$0.00 0 Item(s)		
Total Debits	\$0.00 0 Item(s)		

Credits

No credit data to report.

Debits

No debit data to report.

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# Previous Day Summary and Detail Report

## Seritage balances

Date Range: July 07, 2015 to July 15, 2015

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<b>PNC, MIDWEST</b>	<b>071921891</b>	<b>USD</b>
<b>Seritage SRC Mezzanine Finance</b>	<b>4645219884</b>	<b>As of Date: July 14, 2015</b>

### Account Balance Summary

Closing Ledger	\$0.00	Opening Available	\$0.00
Closing Available	\$0.00	1 Day Float	\$0.00
		2 + Day Float	\$0.00
Total Credits	\$0.00 0 Item(s)		
Total Debits	\$0.00 0 Item(s)		

### Credits

No credit data to report.

### Debits

No debit data to report.



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# Previous Day Summary and Detail Report

## Seritage balances

Date Range: July 07, 2015 to July 15, 2015

07/15/2015 12:08:44 PM

<b>PNC, MIDWEST</b>	<b>071921891</b>	<b>USD</b>
<b>Seritage Growth Properties LP</b>	<b>4645219892</b>	<b>As of Date: July 14, 2015</b>

### Account Balance Summary

Closing Ledger	\$0.00	Opening Available	\$0.00
Closing Available	\$0.00	1 Day Float	\$0.00
		2 + Day Float	\$0.00
Total Credits	\$0.00 0 Item(s)		
Total Debits	\$0.00 0 Item(s)		

### Credits

No credit data to report.

### Debits

No debit data to report.

Seritage balances

Date Range: July 07, 2015 to July 15, 2015

07/15/2015 12:08:45 PM

PNC, MIDWEST	071921891	USD
Seritage SRC Finance LLC SEARS	4645219913	As of Date: July 14, 2015

Account Balance Summary

Closing Ledger	\$0.00	Opening Available	\$0.00
Closing Available	\$0.00	1 Day Float	\$0.00
		2 + Day Float	\$0.00
Total Credits	\$0.00 0 Item(s)		
Total Debits	\$0.00 0 Item(s)		

Credits

No credit data to report.

Debits

No debit data to report.

Date Range: July 07, 2015 to July 15, 2015

07/15/2015 12:08:45 PM

PNC, MIDWEST	071921891	USD
SERITAGE GROWTH PROPERTIES LP	4645219972	As of Date: July 14, 2015

Account Balance Summary

Closing Ledger	\$60,267,909.66	Opening Available	\$60,267,909.66
Closing Available	\$60,267,909.66	1 Day Float	\$0.00
		2 + Day Float	\$0.00
Total Credits	\$0.00 0 Item(s)		
Total Debits	\$62,863.68 1 Item(s)		

Debit Summary

Wire Transfer Out	\$62,863.68 1 Item(s)
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Credits

No credit data to report.

Debits

Wire Transfer Out

Money Transfer DB - Wire

Amount	Reference Number	Reference Detail
\$62,863.68	150714029506	FED WIRE OUT 029506 ORIGINATOR:SERITAGE GROWTH PROPERTIES LP AC/4645219972 BENEFICIARY:James E. Bry AC/004091028587 RFB:Reimbursement RECVBNK:BANK OF AMERICA NATIONAL ASSOC ABA:026009593 TRN:150714029506 FEDREF:00892 DATE:150714 TIME:1401
\$62,863.68	Money Transfer DB - Wire Total	
\$62,863.68	Wire Transfer Out Total	
\$62,863.68	Debit Transactions Total	